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Counsel to the Debtors and
 Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT
 FOR THE EASTERN DISTRICT OF VIRGINIA
 RICHMOND DIVISION

- - - - -	x	
	:	
In re:	:	Chapter 11
	:	
CIRCUIT CITY STORES, INC.,	:	1Case No. 08-35653 (KRH)
<u>et al.</u> ,	:	
	:	
Debtors.	:	Jointly Administered
- - - - -	x	

**ORDER TERMINATING THE UTILITY BLOCKED ACCOUNT AND
 ESTABLISHING UTILITY BLOCKED ACCOUNT PAYMENT REQUEST
 DEADLINE UNDER BANKRUPTCY CODE SECTIONS 105(a) AND 366**

Upon the motion (the "Motion")¹ of the Debtors² for an order under section 105(a) and 366 of title 11 of the United States Code (as amended, the "Bankruptcy Code"), (I) terminating the reserve created to provide adequate assurance of post-petition payment to the utility companies entitled to "adequate assurance of payment" under Bankruptcy Code section 366 and (II) establishing a Payment Request Deadline and approving related procedures; and due and sufficient notice of the Motion having been given under the particular circumstances; and it appearing that the requested in the Motion is in the best interests of the Debtors, their estates, creditors, and other parties in interest;

¹ Each capitalized term not otherwise defined herein shall have the meaning ascribed to it in the Motion.

² The Debtors and the last four digits of their respective taxpayer identification numbers are as follows: Circuit City Stores, Inc. (3875), Circuit City Stores West Coast, Inc. (0785), InterTAN, Inc. (0875), Ventoux International, Inc. (1838), Circuit City Purchasing Company, LLC (5170), CC Aviation, LLC (0841), CC Distribution Company of Virginia, Inc. (2821), Circuit City Properties, LLC (3353), Kinzer Technology, LLC (2157), Abbott Advertising Agency, Inc. (4659), Patapsco Designs, Inc. (6796), Sky Venture Corp. (0311), PRAHS, Inc. (n/a), XSStuff, LLC (9263), Mayland MN, LLC (6116), Courchevel, LLC (n/a), Orbyx Electronics, LLC (3360), and Circuit City Stores PR, LLC (5512). The address for Circuit City Stores West Coast, Inc. is 9250 Sheridan Boulevard, Westminster, Colorado 80031. For all other Debtors, the address was 9950 Mayland Drive, Richmond, Virginia 23233 and currently is 4951 Lake Brook Drive, Glen Allen, VA 23060.

and after due deliberation thereon; and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED that:

1. The Motion is GRANTED.
2. The Debtors are authorized to terminate the Utility Blocked Account held by Bank of America, N.A., as agent (the "DIP Agent" or "Bank of America").
3. The Debtors shall cease to be subject to Additional Adequate Assurance Protection Procedures outlined in the Utilities Orders.
4. The Payment Request Deadline shall be 5:00 p.m. (prevailing eastern time) on September 30, 2009.
5. The Notice of Payment Request Deadline, in substantially the form attached hereto as Exhibit A, is hereby approved in all respects and shall be served the on each Utility Company within five (5) business days after entry of this Order.
6. The Amended Utility Account Payment Request Form, in substantially the form attached hereto as Exhibit B, is hereby approved in all respects and

shall be attached to the Notice of Payment Request Deadline.

7. Pursuant to the Payment Request Deadline, each Eligible Utility Company must submit a completed Amended Utility Account Payment Request Form (each a "Payment Request") so as to be received by the Debtors and Counsel for Bank of America by 5:00 p.m. (prevailing Eastern time) on September 30, 2009.

8. In accordance with the terms of their separate Adequate Assurance Resolutions, the AAAR Utility Companies and the Excluded Utility Companies are prohibited from obtaining payment from the Utility Blocked Account and the Debtors and Bank of America are authorized to reject any Payment Requests from such parties without further order of this Court.

9. Any Utility Company that is eligible to submit (but fails to submit) a Payment Request, i.e., the Eligible Utility Companies, on account of outstanding obligations owed on account of post-petition Utility Services provided to the Debtors in accordance with the procedures set forth herein on or before the applicable Payment Request Deadline shall be forever

barred, estopped, and enjoined from obtaining payment from the Utility Blocked Account.

10. Any payments made from the Utility Blocked Account shall be made by Bank of America in the order that the Payment Requests were actually received by Bank of America.

11. Bank of America shall have no obligation to investigate the bona fides of any request to decrease the Utility Blocked Account. The Debtors assume all risks with respect to the acts and omissions of, or misuse of the Utility Blocked Account by the respective Utility Companies that are the beneficiaries of such Utility Blocked Account. In furtherance and not in limitation of the foregoing, Bank of America shall not be responsible for: (i) the misapplication by any Utility Company of the proceeds of any payment from funds reserved pursuant to such Utility Blocked Account; or (ii) any consequences arising from Bank of America's actions, other than actions resulting from Bank of America's gross negligence or willful misconduct. The Debtors' only recourse in the event of an improper

Payment Request is against the party making such Payment Request and not against Bank of America.

12. Any payments to the Utility Companies shall be without prejudice to any and all rights, claims and/or defenses of the Debtors with respect to such Payment Request, including but not limited to the Debtors' right to contest such Payment Request in this Court, or any court with jurisdiction.

13. Bank of America shall return any and all funds remaining in the Utility Blocked Account to the Debtors by October 31, 2009.

14. The requirement under Local Rule 9013-1(G) of the Local Rules for the United States Bankruptcy Court for the Eastern District of Virginia to file a memorandum of law in connection with the Motion is hereby waived.

15. This Court will retain jurisdiction with respect to any dispute concerning the relief granted hereunder.

Dated: Richmond, Virginia
_____, 2009

UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

Gregg M. Galardi, Esq.
Ian S. Fredericks, Esq.
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PO Box 636
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155 North Wacker Drive
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(312) 407-0700

- and -

/s/ Douglas M. Foley
Dion W. Hayes (VSB No. 34304)
Douglas M. Foley (VSB No. 34364)
MCGUIREWOODS LLP
One James Center
901 E. Cary Street
Richmond, Virginia 23219
(804) 775-1000

Counsel to the Debtors
and Debtors in Possession

CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Douglas M. Foley

EXHIBIT A

(Notice of Payment Request Deadline)

Gregg M. Galardi, Esq.
Ian S. Fredericks, Esq.
SKADDEN, ARPS, SLATE, MEAGHER & FLOM,
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PO Box 636
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(312) 407-0700

Counsel to the Debtors and Debtors in
Possession

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

- - - - - x
In re: : Chapter 11
:
CIRCUIT CITY STORES, INC., : 1Case No. 08-35653 (KRH)
et al., :
: Jointly Administered
Debtors. :
: **Payment Request Deadline -**
: **September 30, 2009 at 5:00**
- - - - - x **p.m. prevailing Eastern time**

**NOTICE TO ALL UTILITY COMPANIES OF PAYMENT REQUEST DEADLINE WITH
RESPECT TO UTILITY BLOCKED ACCOUNT**

PLEASE TAKE NOTICE OF THE FOLLOWING:

**THE FACT THAT YOU RECEIVED THIS NOTICE DOES NOT MEAN THAT YOU ARE
AUTHORIZED TO SUBMIT A PAYMENT REQUEST OR MUST SEND A PAYMENT
REQUEST - PLEASE READ THE FOLLOWING CAREFULLY**

PLEASE TAKE NOTICE that, on [month day], 2009, the
Debtors filed the Debtors' Motion for an Order Terminating the
Utility Blocked Account and Establishing Utility Blocked Account
Payment Request Deadline under Bankruptcy Code Sections 105(a)
and 366 (D.I. [_]; the "Motion").

PLEASE TAKE FURTHER NOTICE that the United States Bankruptcy Court for the Eastern District of Virginia (the "Bankruptcy Court") entered the Order Terminating the Utility Blocked Account and Establishing Utility Blocked Account Payment Request Deadline (D.I. [__], the "Order").³ A copy of the Motion and the Order are available at www.kccllc.net/circuitcity.

PLEASE TAKE FURTHER NOTICE that the Order authorized the debtors and debtors in possession (the "Debtors")⁴ to terminate the Utility Blocked Account containing segregated funds held by Bank of America, N.A., as agent ("Bank of America").

TIME AND PLACE FOR FILING PAYMENT REQUESTS

PLEASE TAKE FURTHER NOTICE that the Order requires that each Eligible Utility Company (i) with unpaid post-petition payment obligations owed by the Debtors and (ii) that desires payment from the Utility Blocked Account must submit a completed Amended Utility Account Payment Request Form (each a "Payment Request"), attached hereto as Exhibit 1, so that such Payment Request is actually received by the following parties by **5:00 p.m., Eastern Time, on September 30, 2009 -- the Payment Request Deadline:**

Ian S. Fredericks, Esq.
Skadden, Arps, Slate, Meagher &
Flom, LLP
Fax: (888) 329 9475
Email:
Ian.Fredericks@skadden.com

Katie Bradshaw
Circuit City Stores, Inc.
Fax: (804) 290-4305
Email:
katie_bradshaw@ccswinddown.com

³ Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Order.

⁴ The Debtors and the last four digits of their respective taxpayer identification numbers are as follows: Circuit City Stores, Inc. (3875), Circuit City Stores West Coast, Inc. (0785), InterTAN, Inc. (0875), Ventoux International, Inc. (1838), Circuit City Purchasing Company, LLC (5170), CC Aviation, LLC (0841), CC Distribution Company of Virginia, Inc. (2821), Circuit City Properties, LLC (3353), Kinzer Technology, LLC (2157), Abbott Advertising Agency, Inc. (4659), Patapsco Designs, Inc. (6796), Sky Venture Corp. (0311), PRAHS, Inc. (n/a), XSStuff, LLC (9263), Mayland MN, LLC (6116), Courchevel, LLC (n/a), Orbyx Electronics, LLC (3360), and Circuit City Stores PR, LLC (5512). The address for Circuit City Stores West Coast, Inc. is 9250 Sheridan Boulevard, Westminster, Colorado 80031. For all other Debtors, the address was 9950 Mayland Drive, Richmond, Virginia 23233 and currently is 4951 Lake Brook Drive, Glen Allen, VA 23060.

Sarah K. Baker, Esq.
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Flom, LLP
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Email: Sarah.Baker@skadden.com

Marjorie S. Crider, Esq.
Riemer & Braunstein LLP
Fax: (617) 692-3423
Email: mcrider@riemerlaw.com

PLEASE TAKE FURTHER NOTICE THAT EACH PAYMENT REQUEST MUST BE SUBMITTED BY THE METHOD DESCRIBED IN THE FOREGOING SENTENCE, AND MUST ACTUALLY BE RECEIVED BY THE DEBTORS AND BANK OF AMERICA BY SEPTEMBER 30, 2009 AT 5:00 P.M., EASTERN TIME.

DO NOT FILE YOUR PAYMENT REQUEST WITH THE BANKRUPTCY COURT.

**CONSEQUENCES OF FAILURE TO FILE
A TIMELY PAYMENT REQUEST**

Any Utility Company that is eligible to submit (but fails to submit) a Payment Request, i.e., the Eligible Utility Companies, on account of outstanding obligations owed by the Debtors on account of post-petition Utility Services provided to the Debtors in accordance with the procedures set forth herein on or before the Payment Request Deadline shall be forever barred, estopped, and enjoined from obtaining payment from the Utility Blocked Account.

Dated: [Month Day], 2009 SKADDEN, ARPS, SLATE, MEAGHER &
Richmond, Virginia FLOM, LLP
Gregg M. Galardi, Esq.
Ian S. Fredericks, Esq.
P.O. Box 636
Wilmington, Delaware 19899-0636
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- and -

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- and -

MCGUIREWOODS LLP

/s/ Douglas M. Foley

Dion W. Hayes (VSB No. 34304)

Douglas Foley (VSB No. 34364)

One James Center

901 E. Cary Street

Richmond, Virginia 23219

(804) 775-1000

Counsel for Debtors and Debtors
in Possession

EXHIBIT 1

(Payment Request Form)

EXHIBIT B
(Amended Payment Request Form)

AMENDED UTILITIES BLOCKED ACCOUNT PAYMENT REQUEST
**ALL FORMS MUST BE RECEIVED BY BANK OF AMERICA AND THE DEBTORS IN
ACCORDANCE WITH THE CONTACT INFORMATION ON PAGES 1-2
BY SEPTEMBER 30, 2009 AT 5:00 P.M. (PREVAILING EASTERN TIME)**

_____, 2009

Katie Bradshaw
Circuit City Stores, Inc.
4951 Lake Brook Drive
Glen Allen, VA 23060
Fax: (804) 290-4305

Re: Circuit City Stores, Inc. ("Circuit City") Utility Blocked Account (the "Utility Blocked Account")

The undersigned (the "Beneficiary") hereby certifies to Circuit City that:

(a) The Beneficiary certifies that it is neither an Excluded Utility Company nor a Utility Company that submitted an Additional Adequate Assurance Request to the Debtors that is the subject of a separate Adequate Assurance Resolution, as those terms are defined in the *Debtors' Motion for an Order Terminating the Utility Blocked Account and Establishing Utility Blocked Account Payment Request Deadline Under Bankruptcy Code Sections 105(a) and 366*.

(a) The Beneficiary is making a request for payment in lawful currency of the United States of America from the Utility Blocked Account in the amount of \$_____.

(b) The Beneficiary certifies that the Debtors defaulted in the payment of postpetition Utilities Services and amounts on account of such Utility Services are due, outstanding, and unpaid.

(c) The Beneficiary hereby certifies that it is owed \$_____ for postpetition utility services provided to Circuit City or one of its debtor affiliates or subsidiaries in connection with the following account numbers:

(d) The beneficiary hereby certifies that the amount requested is not and does not relate to an additional adequate assurance request or other form of security.

(e) The Beneficiary is entitled to payment of funds reserved through the Utility Blocked Account pursuant to the Order under Bankruptcy Code Sections *105(a), 363, and 366, and Bankruptcy Rule 6003 (I) Approving Debtors' Adequate Assurance of Payment, (II) Establishing Procedures for Resolving Requests by Utility Companies for Additional Assurance of Payment, (III) Scheduling a Hearing with Respect to Contested Adequate Assurance of Payment Requests, and (IV) Authorizing Debtors to Pay Claims of a Certain Third Party Vendor* (as modified, supplemented and amended, the "Order"), entered by the

United States Bankruptcy Court for the Eastern District of Virginia in the bankruptcy cases of In re Circuit City Stores, Inc., et. al., Case No. 08-35653 (KRH).

Please wire transfer the proceeds of the payment to the following account of the Beneficiary at the financial institution indicated below:

IN WITNESS WHEREOF, the undersigned has duly executed and delivered this Payment Request as of the _____ day of _____, 2009.

[UTILITY]

By: _____

Print Name & Title

cc: Ian S. Fredericks, Esq.
Skadden, Arps, Slate, Meagher & Flom, LLP
Fax: (888) 329 9475
Email: Ian.Fredericks@skadden.com

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